

**THE
GREENBRIER
COMPANIES**

RECEIVED
SURFACE TRANSPORTATION
BOARD

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

AUG 1 3 37 PM '00

APPELLATE BRIEFING
BRANCH
OFFICE OF THE
SECRETARY

July 24, 2000

RECORDATION NO. 21318-A FILED



Mr. Vernon A. Williams

Secretary

Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

AUG 02 '00 11-56 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of an Amendment Dated June 1, 2000 to Memorandum of Lease Agreement for Rider No. 1 dated as of January 19, 1998, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Rider No. 1 dated as of January 19, 1998 which was duly filed and recorded on April 6, 1998 and assigned Recordation Number 21318.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Minnesota, Dakota & Western Railway Company
101 Second Street
International Falls, MN 58649

Mr. Vernon A. Williams

July 24, 2000

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A description of the railroad equipment covered by the enclosed document is:

Up to one-hundred fifty-three (153) 50' 70-ton double sliding door boxcars suitable for paper service bearing marks and numbers as follows:

CRLE 10400 through CRLE 10405, inclusive and CRLE 10407 through CRLE 10553, inclusive

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment Dated June 1, 2000 to Memorandum of Lease Agreement for Rider No. 1 dated as of January 19, 1998 between Greenbrier Leasing Corporation, Lessor, and Minnesota, Dakota and Western, Lessee, covering up to one-hundred fifty-three (153) 50' 70-ton double sliding door boxcars suitable for paper service bearing marks and numbers as follows:

CRLE 10400 through CRLE 10405, inclusive and CRLE 10407 through CRLE 10553, inclusive.

Sincerely,



Janet E. Johnston

Assistant to the Executive Vice President

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Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO.

21318-A

FILED

AUG 02 '00

11-56 AM

SURFACE TRANSPORTATION BOARD



AMENDMENT DATED JUNE 1, 2000

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY ("LESSEE")

RIDER NO. 1 DATED AS OF JANUARY 19, 1998

Amendment dated as of June 1, 2000 to Memorandum of Lease relating to Rider No. 1 dated as of January 19, 1998 to the Master Lease Agreement of that same date, by and between
Greenbrier Leasing Corporation ("Lessor") and
Minnesota, Dakota & Western Railway Company, a Minnesota corporation ("Lessee").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of 153 boxcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying Rider No. 1 changing the marks and numbers of certain of the subject boxcars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum, effective January 19, 1998, as follows:

1. The series of car marks and numbers referred to in Paragraph 1 shall read:

"CRLE 10400 through CRLE 10405, inclusive and CRLE 10407 through CRLE 10553, inclusive."
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: EXECUTIVE VICE PRESIDENT

MINNESOTA, DAKOTA & WESTERN RAILWAY
COMPANY

By: [Signature]

Title: VICE PRESIDENT

STATE OF OREGON

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) ss.

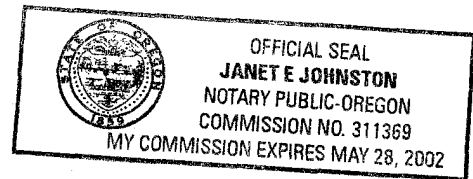
COUNTY OF CLACKAMAS

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On this 20th day of July, 2000, before me personally appeared
Norriiss M. Webb, to me personally known, who being by me duly sworn, says that s/he
is the Executive Vice President of GREENBRIER LEASING CORPORATION that the
foregoing instrument was signed on behalf of said corporation, and he acknowledged that the
execution of the said instrument was her/his free act and deed.

Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF IDAHO

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) ss.

COUNTY OF ADA

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On this 6th day of July, 2000, before me personally appeared
Brett E. Norseth, to me personally known, who being by me duly
sworn, says that he is the Vice President of MINNESOTA, DAKOTA &
WESTERN RAILWAY COMPANY that the foregoing instrument was signed on behalf of said
corporation, and he acknowledged that the execution of the said instrument was his free act
and deed.

Cherie H. Anderson
NOTARY PUBLIC

My commission expires: 8/5/03

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